

12027-K  
D/10

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D. C.

20006-2973

January 25, 1984

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD  
ALBERT H. GREENE  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE  
MILTON C. GRACE\*  
GEORGE JOHN KETO\*\*  
RICHARD N. BAGENSTOS

\* NOT A MEMBER OF D. C. BAR  
\*\* ALSO A MEMBER OF OHIO BAR

OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX

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440348 CDAA UI

RECORDATION NO. 12027-K FILE 1425

Mr. James H. Bayne  
Secretary

Interstate Commerce Commission  
Washington, D.C.

JAN 25 1984 - 4 10 PM

INTERSTATE COMMERCE COMMISSION

No. 4-025A0113

Date JAN 25 1984

Fee \$ 10.00

Dear Mr. Bayne:

ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are five (5) original executed copies of an Amendment No. 6 dated as of January 2, 1984, a "secondary document" as that term is defined in the Commission's Rules for the Recordation of Documents. The document relates to an Equipment Lease Agreement dated as of July 1, 1980 which was duly filed and recorded at 8:50 a.m. on July 23, 1980 and assigned Recordation Number 12027. The Equipment Lease Agreement was subsequently amended, supplemented and restated by documents filed and recorded with your office and assigned Recordation Numbers 12027-A through 12027-J.

A general description of the railroad equipment covered by the enclosed document is set forth in Exhibit 1 attached herewto and made a part hereof.

The names and addresses of the parties to the enclosed document are:

Lessor: United States Trust Company of New York,  
as Trustee under an Amended Trust Agreement  
dated as of June 15, 1980, as amended and  
restated by an Amended and Restated Trust  
Agreement dated as of February 2, 1981  
45 Wall Street  
New York, New York 10005

Lessee: XTRA Leasing, Inc.  
60 State Street  
Boston, Massachusetts 12190

JAN 25 4 02 PM '84  
FEE OPERATION BR.  
I.C.C.

*Consented - C.T. Kappler*

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
January 25, 1984  
Page Two

The undersigned is agent for the Lessee named above for the purpose of submitting the enclosed document for filing and recordation and has knowledge of the matters contained therein.

Please return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed secondary document to appear in the Commission's Index is as follows:

Amendment No. 6 dated as of January 2, 1984 to Equipment Lease Agreement dated as of July 1, 1980, as amended, supplemented and restated between United States Trust Company of New York, as Trustee, Lessor, and XTRA Leasing, Inc., Lessee, covering 100-ton 4,750 and 4,700 cubic foot capacity covered hoppers.

Very truly yours,

  
Charles T. Kappler

SCHEDULE A  
EQUIPMENT LEASE  
AGREEMENT

DESCRIPTION OF UNITS

100-Ton 4,750 and 4,700 Cubic Foot Capacity Covered Hoppers:

1. Manufacturer: Portec, Inc.

Number of Cars: 406

Identifying Marks: (series numbers both inclusive)

Prefix COER: 76580, 76701-76703, 76709-76711, 76718, 76721, 76723, 76725, 76726, 76728, 76732-76735, 76859-76862, 76865, 76868, 76869, 76872-76874, 76876, 76877, 76881.

Prefix XTRX: 76578, 76579, 76582-76587, 76589-76592, 76693-76700, 76704-76708, 76712-76717, 76719, 76720, 76722, 76724, 76727, 76729-76731, 76736, 76738, 76742, 76743, 76746, 76748, 76758, 76760, 76766-76770, 76775-76839, 76858, 76863, 76864, 76866, 76867, 76870, 76871, 76875, 76878-76880, 76882-76961, 76963, 76964, 76966, 76968-76971, 76973-76977, 76981, 76982.

Prefix TXNW: 47200-47249, 47252-47268, 47279-47281, 47284-47302, 47307, 47308, 47335-47367, 47369-47371, 47373-47399.

Purchase Agreement: XTRA, Inc. Equipment Purchase Order E-2064, dated November 3, 1979, accepted November 3, 1979 by Railcar Division of Portec, Inc.

2. Manufacturer: Richmond Tank Car Company

Number of Cars: 516

Identifying Marks: (series numbers both inclusive)

Prefix TXNW: 47000-47199, 47250, 47251, 47269-47278, 47282, 47283, 47303-47306, 47309-47317, 47319-47334, 47368, 47372.

Prefix XTRX: 75958-75973, 75975-76008, 76010-76024, 76026-76032, 76033-76070, 76072-76082, 76191, 76192, 76195, 76197, 76199-76204, 76208-76210, 76213, 76215-76218, 76220, 76223, 76225, 76228, 76230, 76231, 76238, 76250, 76251, 76253-76258, 76260-76262, 76264, 76266, 76267, 76269, 76270, 76274, 76276, 76279, 76281, 76287, 76288, 76290, 76294, 76297-76300, 76303-76305, 76308-76310, 76312-76317, 76323, 76324, 76327-76329, 76331-76333, 76336, 76338, 76340, 76341, 76343, 76346, 76348, 76352, 76356, 76357, 76359, 76364, 76365, 76368-76370, 76375-76377, 76379, 76386-76388, 76390, 76393-76395, 76397-76400, 76405, 76406, 76409, 76411-76416, 76419, 76424, 76426, 76427, 76429, 76430, 76433-76441, 76445, 76446, 76448, 76451, 76453, 76456, 76459-76461, 76464, 76465, 76467, 76468, 76470-76476, 76478, 76482.

Purchase Agreement: Letter order of Itel Corporation, dated November 30, 1978, accepted December 11, 1978, by Richmond Tank Car Company, as amended, and as assigned to XTRA, Inc. pursuant to an Assignment, Assumption of Liabilities and Release Agreement, dated as of October 25, 1979, among Itel Corporation, XTRA, Inc. and Richmond Tank Car Company.

3. Manufacturer: FMC Corporation, Marine and Rail  
Equipment Division

Number of Cars: 87

Identifying Marks: (series numbers both inclusive)

Prefix XTRX: 76983-76994, 76996-76999, 77010-77019, 77021-77028 and 77030-77082.

Purchase Agreement: XTRA, Inc. Purchase Order E-2098, dated June 5, 1980, accepted July 11, 1980, by Marine and Rail Equipment Division of FMC Corporation.

Interstate Commerce Commission

Washington, D.C. 20423

1/25/84

OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord & Alvord  
918 61th St. N.W.  
Washington, D.C. 20006

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/25/84 at 4:10pm and assigned re-recording number(s). 12027-K & 12867-C

Sincerely yours,



JAMES H. BAYNE

Secretary

Enclosure(s)

JAN 25 1984 4 10 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 6 TO EQUIPMENT LEASE AGREEMENT

This AMENDMENT NO. 6 TO EQUIPMENT LEASE AGREEMENT, dated as of January 2, 1984, amending the Equipment Lease Agreement, dated as of July 1, 1980, as amended by Amendment No. 1 to Equipment Lease Agreement, dated as of July 1, 1980, and by Amendment No. 2 to Equipment Lease Agreement, dated as of July 1, 1980, and as further amended and restated by the Amendment to and Restatement of Equipment Lease Agreement, dated as of February 2, 1981, and as further amended by Amendment No. 4 to Equipment Lease Agreement, dated as of March 2, 1981 and by Amendment No. 5 to Equipment Lease Agreement, dated as of December 1, 1982 (the Original Lease, as so amended and restated being sometimes hereinafter referred to as the "Lease"), between XTRA Leasing, Inc., a Delaware corporation (the "Lessee"), and United States Trust Company of New York, a New York corporation, not in its individual capacity but solely as Trustee (the "Lessor"), under an Amended Trust Agreement, dated as of June 15, 1980, as amended and restated by the Amended and Restated Trust Agreement, dated as of February 2, 1981, between General Electric Credit Corporation and said United States Trust Company of New York.

## WITNESSETH:

WHEREAS, in order to operate and to sublease certain covered hopper cars, it is necessary that Lessee change the identifying marks on various of the covered hopper cars subject to the provisions of the Lease; and

WHEREAS, in compliance with paragraph (b) of Section 8 of the Lease, the Lessee seeks to file with the Interstate Commerce Commission a statement of the new identifying marks on various of the Units (as defined in the Lease);

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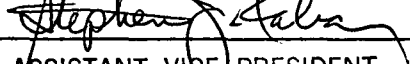
To the extent, if any, that this Amendment No. 6 to Equipment Lease Agreement or the Lease as amended hereby constitutes chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction) no security interest in this Amendment No. 6 to Equipment Lease Agreement or the Lease as amended hereby may be created through the transfer or possession of any counterpart of this Amendment No. 6 to Equipment Lease Agreement or the Lease, other than the original executed counterpart hereof, which shall be identified as the counterpart containing the receipt therefore executed by the Loan Trustee (as defined in the Lease) on the signature page hereof.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt of which is hereby acknowledged, the Lessor and the Lessee hereby agree that Schedule A of the Lease is amended to read in its entirety as set forth in Exhibit 1 hereto.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 6 to Equipment Lease Agreement to be duly executed under their respective corporate seals by their respective officers thereunto duly authorized.

UNITED STATES TRUST COMPANY  
OF NEW YORK, not in  
its individual capacity but solely as  
Trustee as aforesaid


[Corporate Seal]


By:   
Title: ASSISTANT VICE PRESIDENT

Attest:   
Title: ASSISTANT SECRETARY

XTRA Leasing, Inc.

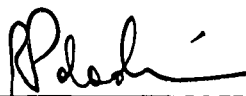
[Corporate Seal]

By:   
Title: Treasurer

Attest:   
Title: Asst. Secretary

Pursuant to paragraph (b) of Section 19 of the Lease, Bankers Trust Company, as Loan Trustee under an Indenture, Chattel Mortgage and Security Agreement, dated as of February 2, 1981, between said Loan Trustee and the Lessor, does hereby consent to this Amendment No. 6 to Equipment Lease Agreement, dated as of January 2, 1984

Bankers Trust Company as  
Loan Trustee

By:   
Title: Asst Vice President

STATE OF MASSACHUSETTS )  
 ) ss.:  
COUNTY OF SUFFOLK )

On this 19<sup>th</sup> day of January, 1984, before me personally appeared Michael J. Soja to me personally known, who, being by me duly sworn, says that he is the Treasurer of XTRA Leasing, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Dennis J. Baker*  
Notary Public

[Notarial Seal]

My commission expires: 12-27-85

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 20<sup>th</sup> day of January, 1984, before me personally appeared STEPHEN J. KADA to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Trustees, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Federico C. Santos*  
Notary Public

[Notarial Seal]

FEDERICO C. SANTOS  
Notary Public, State of New York  
No. 41-4691650  
Qualified in Queens County  
Commission Expires March 30, 1985

My commission expires:



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Identifying Marks: (series numbers both inclusive)

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Prefix XTRX: 75958-75973, 75975-76008, 76010-76024, 76026-76032, 76033-76070, 76072-76082, 76191, 76192, 76195, 76197, 76199-76204, 76208-76210, 76213, 76215-76218, 76220, 76223, 76225, 76228, 76230, 76231, 76238, 76250, 76251, 76253-76258, 76260-76262, 76264, 76266, 76267, 76269, 76270, 76274, 76276, 76279, 76281, 76287, 76288, 76290, 76294, 76297-76300, 76303-76305, 76308-76310, 76312-76317, 76323, 76324, 76327-76329, 76331-76333, 76336, 76338, 76340, 76341, 76343, 76346, 76348, 76352, 76356, 76357, 76359, 76364, 76365, 76368-76370, 76375-76377, 76379, 76386-76388, 76390, 76393-76395, 76397-76400, 76405, 76406, 76409, 76411-76416, 76419, 76424, 76426, 76427, 76429, 76430, 76433-76441, 76445, 76446, 76448, 76451, 76453, 76456, 76459-76461, 76464, 76465, 76467, 76468, 76470-76476, 76478, 76482.

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